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June 30, 2011

Ms Cynthia T Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C 20423

RECORDATION NO. 29819 FILED

JUN 30 '11 -4 00 PM

Dear Ms. Brown:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

The document is a Memorandum of Assignment of Railcar Lease, a primary document, dated as of June 30, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Assignment of Railcar Lease are:

Assignor:

Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Assignee:

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment of Railcar Lease consists of 100 covered hopper cars numbered MRMX 130909-131008, inclusive

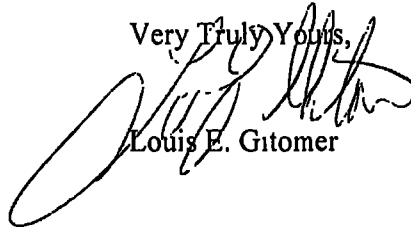
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T. Brown  
June 30, 2011  
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A short summary of the document to appear in the index follows: a Memorandum of Assignment of Railcar Lease between Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Maryville, IL 62062, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 100 covered hopper cars numbered MRMX 130909-131008, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosure

JUN 30 '11 -4 00 PM

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of June 29, 2011 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and BB&T EQUIPMENT FINANCE CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to Badger Mining Corporation, as lessee (the "Lessee"), one-hundred (100) Covered Hoppers identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #18 dated as of November 19, 2010, as amended by that certain First Amendment of Schedule #18 dated as of June 27, 2011, each by and between Assignor, as lessor, and Lessee, as lessee, to the Full Service Master Lease Agreement dated as of December 11, 2003 and amended by that certain First Amendment of Full Service Master Lease Agreement dated as of September 22, 2010, each by and between Assignor, as lessor and Lessee, as lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

BB&T EQUIPMENT FINANCE CORPORATION  
("Assignee")

By:  (SEAL)  
Name: **STEPHEN GRAY**  
Title: **Senior Vice President**

STATE OF Maryland, SS:  
COUNTY OF Baltimore

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 28<sup>th</sup> day of JUNE 2011 by Stephen Gray, as an SR V.P. of BB&T EQUIPMENT FINANCE CORPORATION, a North Carolina corporation.

  
Notary Public

My commission expires: 10/15/12

[Notarial Seal]

REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

**DESCRIPTION OF RAILCARS**

One-hundred (100) Covered Hoppers bearing the following reporting marks and numbers:

MRMX 130909 – MRMX 131008, Inclusive